

**EXHIBIT A**

Proposed Order

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re

)  
) Chapter 11  
)

TRONOX INCORPORATED, *et al.*,

) Case No. 09-10156 (ALG)  
)

Debtors.

) Jointly Administered  
)  
)

TRONOX INCORPORATED, TRONOX  
WORLDWIDE LLC f/k/a Kerr-McGee  
Chemical Worldwide LLC, and TRONOX  
LLC f/k/a Kerr-McGee Chemical LLC,

Plaintiffs,

v.

) Adversary Proceeding No. 09-01198 (ALG)  
)  
)

ANADARKO PETROLEUM  
CORPORATION and KERR-MCGEE  
CORPORATION,

Defendants.

THE UNITED STATES OF AMERICA,

Plaintiff- Intervenor,

v.

TRONOX, INC., TRONOX WORLDWIDE  
LLC, TRONOX LLC, KERR-MCGEE  
CORPORATION and ANADARKO  
PETROLEUM CORPORATION,

Defendants.

**ORDER AUTHORIZING TRONOX TO FILE PLAINTIFFS' REPLY IN  
SUPPORT OF THEIR MOTION TO COMPEL THE PRODUCTION OF  
DOCUMENTS FROM DEFENDANTS AND EXHIBITS TO THE  
DECLARATION OF JEFFREY J. ZEIGER PARTIALLY UNDER SEAL**

Upon the motion (the “Motion”) of above-captioned Plaintiffs (collectively, “Tronox”) for entry of an order authorizing Tronox to file copies of Plaintiffs’ Reply Brief in Support of Their Motion to Compel the Production of Documents From Defendants (the “Reply Brief”) and exhibits to the Declaration of Jeffrey J. Zeiger in Support of Plaintiffs’ Reply (the “Zeiger Declaration”) partially under seal; it appearing that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (iii) venue of this proceeding and this Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and (iv) notice of this Motion and the opportunity for a hearing on this Motion was appropriate under the particular circumstances and that no other or further notice need be given; and after due deliberation and sufficient cause appearing therefore, it is hereby ORDERED:

1. The Motion is approved in its entirety.
2. Tronox is authorized to file unredacted versions of the Reply Brief and exhibits to the Zeiger Declaration under seal subject to further order of the Court. The unredacted versions of the Reply Brief and exhibits to the Zeiger Declaration shall remain under seal and confidential and shall not be made available to anyone without the consent of Tronox and Anadarko or further order of this Court.
3. Redacted versions of the Reply Brief and exhibits to the Zeiger Declaration shall be filed and served in accordance with the procedures for filing and service established in these Chapter 11 cases, and such notice shall be deemed good and sufficient notice of the relief requested in the Reply Brief and no further notice shall be required.
4. Tronox is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

5. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

New York, New York

Dated: \_\_\_\_\_, 2011

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United States Bankruptcy Judge